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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: AUGUST 29, 2016

To be approved October 3, 2016

The regular meeting of the Board Operations Committee was held on Monday, August 29, 2016 at 7:30 p.m. at Columbia Association headquarters. Present were BOC members Andrew Stack, Dick Boulton, Nancy McCord and Brian Dunn. Also present were Board Member Alan Klein; Vice President and CFO Susan Krabbe; General Counsel Sheri Fanaroff; Chief Staff Liaison Janet Loughran; and Director of Internal Audit Jackie Tuma (in the audience).

1. Call to Order

The meeting was called to order at 7:31 p.m. by the Chairman, Andrew Stack.

2. Announcement of Closed/Special Meetings Held/To Be Held: None

3. Approval of Agenda

Ms. McCord moved to approve the agenda. Mr. Dunn seconded. The motion was approved unanimously.

4. Resident Speakout: No residents were presented.

5. Approval of Minutes - Tuesday, July 5, 2016

Mr. Boulton moved to approve the minutes of the July 5, 2016 meeting. Ms. McCord seconded the motion. The vote to approve the minutes was 2-0-2.

For: Messrs. Boulton and Stack

Against: None

Abstain: Mr. Dunn and Ms. McCord

6. Board Operations Committee Action

(a) Approval of President/CEO's Proposed Goals and Objectives for FY 2017

Action: The BOC discussed the additions to the President/CEO's Proposed Goals and Objectives for FY 2017 and noted that goal no. 1 includes online membership. In reviewing goal no. 4, the BOC requested that additional information on the three priorities created by the senior staff in May 2016 be sent to the Board of Directors. The vote to approve the amended President/CEO's Proposed Goals and Objectives for FY 2017 was 3-1-0.

For: Messrs. Boulton and Stack and Ms. McCord

Against: Mr. Dunn

Abstain: None

7. Administrative Items

(a) Ethics, Conflicts of Interest and Whistleblower Policies

Discussion focused on issues such as the role of the Board of Directors and the General Counsel in preparing the policies, the format of the proposed documents, and whether the documents should be written in more simplistic language. Ms. Tuma, director of Internal Audit, noted the policies are written in complex language in order to cover a

49 multitude of issues and simplifying them could their limit their efficacy both in guiding
50 ethical behavior within the organization and addressing possible violations. Ms. Tuma
51 noted that, if the Board is seeking simplification, each policy could contain an executive
52 summary.

53 **Action:** Mr. Stack placed this item on the agenda for the October 3, 2016 Board
54 Operations Committee meeting for further discussion.
55

56 **8. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting**

57 **(a) Review of Proposed Draft – September 8, 2016 Board Work Session**

58 The BOC discussed the draft agenda for the September 8, 2016 Work Session and made
59 changes to the time allocations for items 6(a), Presentation on the Veteran Memorial on
60 the Lakefront, to 30 minutes, and 6(b), Downtown Columbia Partnership Future Funding
61 Strategy to 30 minutes. Mr. Stack noted there would be a special meeting of the Board
62 of Directors following adjournment of the work session.

63 **Action:** Mr. Boulton moved that the amended draft agenda for September 8, 2016
64 Board Work Session be approved. Ms. McCord seconded. The vote was 3-0-1

65 For: Messrs. Boulton, and Stack, Ms. McCord

66 Against: None

67 Abstain: Mr. Dunn
68

69 **(b) Review of Proposed Draft – September 22, 2016 Board Meeting**

70 The BOC discussed the draft agenda for the September 22, 2016 meeting and added an
71 item to 8(c) Other Reports: 8(c)(2), Oakland Ridge Industrial Park Status Report, for 10
72 minutes. Mr. Stack announced that there would be a closed meeting of the CA Board of
73 Directors directly after the September 22, 2016 meeting.

74 **Action:** Mr. Boulton moved to approve the amended agenda of the September 22, 2016
75 Meeting. Ms. McCord seconded. The BOC voted unanimously to approve the amended
76 draft agenda.
77

78 **9. Review BOC Tracking Form**

79 The BOC reviewed the Tracking form and added two items: (1) The geese problem and
80 (2) Board-level focal point for community outreach to the form. It was noted that BOC
81 members have an opportunity to suggest additions to the BOC tracking form during its
82 review at the BOC meetings, and that BOD members have an opportunity to raise issues
83 during review of the tracking forms at the Board of Directors meeting.
84

85 **10. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** The log was reviewed.

86 **11. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.
87

88 **12. Adjournment:** The meeting adjourned at 8:54 p.m.
89

90 Respectfully submitted,
91

92 Fenise Dunson
93

94 Recording Secretary